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## 16. STATUTORY AND GENERAL INFORMATION

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### 16.1 Share Capital

- 16.1.1 No shares shall be allotted or sold on the basis of this Prospectus later than six (6) months after the date of this Prospectus.
- 16.1.2 There are no founder, management or deferred shares in the Company. There is only one class of shares in the Company, namely ordinary shares of RM 1.00 each, all of which rank **pari passu** with one another.
- 16.1.3 Other than 1,850,000 Offer Shares reserved for eligible directors and employees of the Mesiniaga Group under the Offer Shares and the new shares to be issued under the ESOS, no person has been or is entitled to be given or has exercised any option to subscribe for any share, stock or debenture of the Company or its subsidiaries.
- 16.1.4 Other than the 1,850,000 Offer Shares reserved for eligible directors and employees of the Mesiniaga Group under the Offer Shares and the new shares to be issued under the ESOS, there is no other scheme for or involving the employees of the Group in the capital of the Company or its subsidiaries as of to date.
- 16.15 Save as disclosed in Sections 5.2, 5.5 and 5.7 of this Prospectus, no share, stock or debenture of the companies in the Mesiniaga Group within the two (2) years preceding the date of issue of this Prospectus has been issued or been agreed to be issued or is proposed to be issued as fully or partly paid-up for cash or otherwise.

### 16.2 Articles of Association

The following provisions are reproduced from the Company's Articles of Association which have been approved by the KLSE, the Main Board Listing Requirements of the KLSE, the Companies Act, 1965 and the Rules of the MCD:

#### (i) Transfer of Securities

The provisions in the Company's Articles of Association, the Main Board Listing Requirements of the KLSE, the Companies Act, 1965 and the Rules of the MCD in respect of the arrangements for transfer of securities and restrictions on their free transferability are as follows:

##### (a) Articles of Association of the Company

###### *Article 29*

Subject to these Articles the Central Depositories Act and the Rules, all transfers of shares shall be effected by transfer in writing in the form prescribed by the Exchange and the Registrar of Companies. The transfer of any shares or class of shares shall be made by way of book entry by the Central Depository in accordance with the Rules and, **notwithstanding** sections 103 and 104 of the Act but subject to section 107C of the Act any exemption that may be made from compliance with section 107C of the Act, the Company shall be precluded from registering and effecting any transfer of such securities.

###### *Article 30*

Subject to the Central Depositories Act and the Rules, the instrument of transfer of a share lodged with the Company shall be signed by or on behalf of the transferor. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members in respect thereof.

**Article 31**

The Central Depository may in its absolute discretion refuse to register any transfer that does not comply with the Central Depositories Act and the Rules.

**Article 32**

The Directors may, in their absolute discretion **refuse** to register any transfer of shares (not being fully paid shares) to any person whether a Member or not and they may also **refuse** to register the transfer of any share (whether fully paid-up or not) on which the Company has a lien or any transfer of shares made to a minor or person of unsound mind or whether the registration of the transfer would result in the contravention of or a failure to observe the provisions of a law in Malaysia.

**Article 33**

The Directors may also refuse to recognise any instrument of transfer unless:

- (a) the instrument of transfer is deposited at the Office or at such place as the Directors may appoint, accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the rights of the transferor to make the transfer (to the extent permitted by law and the Exchange a fee not exceeding Ringgit Malaysia Three (RM3.00) only per transfer or such other sum as may be permitted by the Exchange plus the duty, levy or taxes (if any) with which any such transfer is chargeable under any law for the time being in force; and
- (b) the instrument of transfer is in respect of only one class of share.

**Article 34**

Subject to the Central Depositories Act and the Rules, if the Directors refuse to register a transfer they shall within ten (10) market days after the date on which the transfer was lodged with the Company send to the transferor, the lodging broker and the transferee notice of the refusal in accordance with Section 105 of the Act and the precise reason thereof. Any instrument of transfer which the Directors may decline to register shall be returned to the person who tendered the same for registration save and except in cases where the Directors suspect fraud.

**Article 35**

The registration of transfers may be suspended at such times for such period as the Directors may from time to time determine, provided that it shall not be suspended for more than thirty (30) days in any year. At least eighteen (18) market days' notice of intention to close the said register shall be given to the Exchange stating the period and the purposes or purposes of such closure. In relation to such closure, the Company shall give written notice in accordance with the Rules to the Central Depository to prepare the appropriate Record of Depositors.

**Article 36**

The Company shall maintain a book called 'Register of Transfers' which shall be kept by the Secretary or such other person authorised by the Directors. Particulars of the transfer or transmission of every share shall be entered into the Register of Transfer.

*Article 37*

Subject to the Provision of these Articles, the Directors may recognise a renunciation of any share by the allottee thereof in favour of some other person.

*Article 38*

Neither the Company nor the Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or the Directors or other officers be legally in-operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee of the particulars of the shares transferred, or otherwise in defective manner. And in every such case, the person registered as transferee, his executors, administrators and assigns alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

**(b) Main Board Listing Requirements of the KLSE**

The provisions of the Main Board Listing Requirements of the KLSE on the transferability of securities are as follows:

**Section 293A – Transfers of Securities**

The transfer of any securities or class of securities of the company, shall be by way of book entry by the Central Depository in accordance with the Rules of the Central Depository and, notwithstanding Sections 103 and 104 of the Companies Act, 1965, but subject to subsection 107C(2) of the Companies Act, 1965 and any exemption that may be made from compliance with subsection 107C(1) of the Companies Act, 1965, the company shall be precluded from registering and effecting any transfer of securities.

**Section 293B – Transmission of securities from Foreign Register**

(1) Where:

- (a) the securities of a company are listed on an Approved Market Place; and
- (b) such company is exempted from compliance with Section 14 of the Securities Industry (Central Depositories) Act, 1991 or Section 29 of the Securities Industry (Central Depositories) (Amendment) Act, 1998, as the case may be, under the Rules of the Central Depository in respect of such securities,

such company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the registrar of the company in the jurisdiction of the Approved Market Place (hereinafter referred to as “the Foreign Register”), to the register of holders maintained by the registrar of the company in Malaysia (hereinafter referred to as “the Malaysian Register”) subject to the following conditions:

- (i) there shall be no change in the ownership of such securities; and
- (ii) the transmission shall be executed by causing such securities to be credited directly into the securities account of such securities holders.

**(c) Companies Act, 1965**

The provisions within the Companies Act, 1965 on the transferability of securities are as follows:

**Section 103(1)**

Notwithstanding anything in its articles a company shall not register a transfer of shares or debentures unless a proper instrument of transfer in the prescribed form has been delivered to the company, but this subsection shall not prejudice any power to register as a shareholder or debenture holder any person to whom the rights to any shares in or debentures of the company has been transmitted by operation of law.

**Section 103(1A)**

Nothing in this section shall be construed as affecting the validity of any instrument which would be effective to transfer shares or debentures apart from this section; and any instrument purporting to be made in any form which was common or usual in use, or in any other form authorised or required for that purposed apart from this section before the commencement of this Act, shall be sufficient, whether or not its is completed in accordance with the prescribed form, if it complies with requirements as to execution and contents which apply to a transfer.

Provided that a company shall be precluded from registering a transfer of shares or debentures, the title of which is evidenced by a certificate that is issued on or after the date of coming into operation of this subsection unless a proper instrument of transfer in the prescribed form has been delivered to the company.

**Section 107C(1)**

On or after the coming into operation of this section, the transfer if any securities or class of securities of a company whose securities or any class of whose securities have been deposited with a central depository shall be by way of book entry by the central depository in accordance with the rules of the central depository and, notwithstanding Sections 103 and 104, such company shall be precluded from registering and effecting any transfer of securities.

**Section 107C(2)**

Subsection (1) shall not apply to a transfer of securities to a central depository or its nominees company.

**(d) Rules of the MCD**

The rules within the MCD on the transferability of securities are as follows:

**Rule 8.01 (2)**

The Central Depository may, in its absolute discretion, reject a transfer request made by a depositor thereunder, where the reason for the said transfer does not fall within any of the approved reasons stipulated under Rule 8.03(1)(c).

**Rule 8.05A**

Transfers may be made by the authorised depository agent from the agent's principal or nominee account shall be subject to the Rules in this Chapter.

**Rule 9.03(2)**

It shall be the responsibility of the authorised depository agent, in processing the transfer between two securities accounts belonging to different depositors (hereinafter the transfer is referred to as "the inter-account transfer"), to check and ensure completeness, accuracy and/or genuineness of the documents lodged as follows:

- (a) the prescribed Form FTF010 (request for ordinary transfer of securities form) or Form FTFO 15 (request for express transfer of securities form) fully and properly completed in triplicate;
- (b) the Transferring Depositor has executed the Transferor portion on the said form duly witnessed by another person (other than the depositor's spouse);
- (c) the Transferring Depositor has stated his reason for the transfer and that the reason is or are amongst any of the approved reasons as stated herein below:
  - (i) transmission and transfer of securities arising from the provisions of any written law or an order of court of competent jurisdiction;
  - (ii) rectification of errors;
  - (iii) pledge, charge or mortgage;
  - (iv) mandatory general offer pursuant to the provisions of the Malaysian Code On Takeover and Mergers 1987;
  - (v) any other circumstances as deemed fit by the Central Depository after consultation with the Securities Commission;
- (d) documents to support the reason for the transfer;
- (e) such other accompanying documents duly processed in such manner as the Central Depository may from time to time determine in its Procedures Manual.

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16. **STATUTORY AND GENERAL INFORMATION (Conr'd)**

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(ii) **Remuneration of Directors**

The provisions in the Company's Articles of Association in respect of the remuneration of directors are as follows:

**Article 102**

The fees of the Directors shall be such fixed sum as shall from time to time be determined by the Company in General Meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as the Directors may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of the fees related to the period during which he has held office PROVIDED ALWAYS that:-

- (a) fees payable to non-executive Directors shall be a fixed sum and not by a commission on or percentage of profits or turnover;
- (b) salaries payable to executive Directors may not include a commission on or percentage of turnover;
- (c) fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting where notice of the proposed increase has been given in the notice convening the meeting;
- (d) any fee paid to an alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.

**Article 103**

The Directors shall be entitled to be reimbursed for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of the Management Committee or any committee established by the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.

**Article 115**

The remuneration of a Chief Executive Officer or Managing Director shall be subject to the terms of any agreement entered into in any particular case be by way of salary or commission or participation in profits or otherwise or by any of all of these modes but such remuneration shall not include a commission on or percentage of turnover.

(iii) **Voting and Borrowing Powers of Directors**

The summary of the provisions of the Company's Articles and Association with regard to:

- (i) any power enabling a directors to vote on a proposal, arnagement or contract in which he is interested; and
  - (ii) borrowing powers exercisable by the directors and how such borrowing powers can be varied;
- are as follows:

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16. **STATUTORY AND GENERAL INFORMATION (*Cont'd*)**

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***Article 125***

The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the Statutes or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provision of the Statutes and of these Articles and to such regulations, being not inconsistent with the said provisions and Articles as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

***Article 126***

The Directors shall not without the prior approval of the Company in general meeting:-

- (a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company;
- (b) exercise any power of the Company to issue shares unless otherwise permitted under the Act; and
- (c) enter into any arrangement or transaction with a director of the Company or its holding Company or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value.

***Article 127 (1)***

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party PROVIDED ALWAYS that nothing contained in these Articles shall authorise the Directors to borrow any money or mortgage or charge any of the Company's or its subsidiaries' undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debt, liability or obligation of an unrelated third party.

***Article 127 (2)***

The Directors shall cause a proper register to be kept in accordance with Section 115 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of Section 108 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.

***Article 127 (3)***

If the Directors or any of them, or any other persons, shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

*Article 128*

The Directors may, establish or arrange any contributory or non-contributory pension or superannuation scheme for the benefit of, or pay a gratuity, pension or emolument to any person who is or has been employed by or in the service of the Company or any associated company, or to any person who is or has been a director or other officer of and holds or has held salaries employment in the Company or any associated-company, and the widow, family or dependents of any such person. The Directors may also subscribe to any association or fund which they consider to be for the benefit or any associated company or any such persons as aforesaid, and make payments for or towards any hospital or scholastic expenses or any insurance or any such persons; PROVIDED that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members and the approval of the Company in General Meeting. In this Article the expression "associated Company" shall mean any company which is the holding company of the Company or a subsidiary of the Company (as defined in the Act).

*Article 129*

All acts done by any meeting of the Directors or of a committee of Directors, local board or agency, or by any person acting as a director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such director, or person acting as aforesaid or that they or any of them were disqualified or had vacated office, or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a director or member of such committee, local board or agency as aforesaid and had been entitled to vote.

**(iv) Changes in the Capital and Variation of Class Rights**

The provisions in the Company's Articles of Association in respect of changes in the capital and variation of class rights are as follows:

*Article 5 (1)*

Without prejudice to any special rights previously conferred on the holders of any share or class of shares already issued, but subject to the Act and these Articles any shares in the Company (whether forming part of the original capital or not) may be issued with or have attached thereto such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution determine provided that:-

- (a) the total nominal value of preference shares issued shall not exceed the total nominal value of the issued ordinary shares at any time; and
- (b) the holders of preference shares shall have the same rights as the holders of ordinary shares as regards receiving notices, reports and balance sheets and attending general meetings of the Company but shall only have the right to vote at any meeting convened for the purpose of reducing the capital, or winding up, or sanctioning a sale of the undertaking, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on such shares is in arrears for more than six months;
- (c) the Company may issue further preference capital ranking equally with, or in priority to, preference shares already issued.



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## 16. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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### *Article 5 (2)*

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards to participation in the profits or assets of the Company in some or in all respects *pari passu* therewith.

### *Article 6*

Subject to the Act and these Articles, any preference shares may be issued on the term that they are, or at the option of the Company are liable, to be redeemed.

### *Article 7*

No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of shares in the Company or its holding company, if any, and the Company shall not, except as authorised by Section 67 of the Act, give any financial assistance for the purpose or in connection with any purchase of, or subscription for, shares in the Company or in its holding company nor, except as authorised by Sections 133 and 133A of the Act, make, guarantee or provide any security in connection with a loan to any Director of the Company or its holding company or to any person connected with a director of the Company or its holding company.

### *Article 8 (1)*

Except for preference shares to which Article 8(2) shall apply whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with the consent in writing of the holders of three-fourths of the issued shares of the class or with the sanction of a special resolution passed at a separate meeting of such holders concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting (but not otherwise), be modified or abrogated, and may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate meeting all the provisions of these presents relating to general meetings or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those persons who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote for every share of the class held by them respectively. To every such special resolution of the provisions of Section 152 of the Act shall apply with adaptations as are necessary.

### *Article 8 (2)*

The repayment of preference capital other than redeemable preference, or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned, **PROVIDED ALWAYS** that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of the three-fourths of the preference shareholders concerned within two (2) months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.

*Article 9*

The Company may exercise the powers of paying commissions conferred by Section 58 of the Act, provided that the rate per centum of the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said Section and the rate of commission shall not exceed the rate of ten per centum (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per centum of such price, as the case may be. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares, or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

*Article 10*

Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings on the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 69 of the Act and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.

*Article 11*

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares and subject to the provisions of these presents, to the provisions of any resolution of the Company, shares in the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of such shares to such persons on such terms and conditions and at such times as the Directors may determine but the Directors in making any such allotment or disposal or granting any such option of shares shall comply with the following conditions:-

- (a) No shares shall be issued at a discount except in compliance with the provisions of Section 59 of the Act;
- (b) In the case of shares other than ordinary shares, no special rights shall be attached until the same have been expressed in these Articles;
- (c) No issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person or corporation without the prior approval of the Members in general meetings;
- (d) Every issue of shares or options to employees and/or Directors shall be approved by the Members in general meeting and in the case of Directors:-
  - (i) such approval shall specifically detail the amount of shares or options to be issued to each Director; and
  - (ii) only Directors holding office in an executive capacity shall participate in such an issue of shares or options Provided Always that a Director not holding office in an executive capacity may participate in an issue of shares pursuant to a public offer or a public issue or special issue, such participation to be approved by the relevant authorities.
- (e) (i) Subject to any direction to the contrary that may be given by the Company in general meeting any original shares for the time being unissued and not allotted and any new shares from time to time to be created shall before they are issued be offered to such persons as are at the date of the offer entitled to receive notices from the Company of general meetings in proportion as nearly as circumstances admit to the amount of existing shares to which they

are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of the time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under paragraph (e).

- (ii) No such offer of shares as is referred to in sub-paragraph (i) above shall be required if subject to these Articles the Company shall by ordinary resolution in general meeting otherwise determine.
- (f) Notwithstanding the preceding Article the Company may apply to the Exchange for waiver of the convening of an extraordinary general meeting to obtain members' approval for further issues of shares (other than bonus or rights issue) where the aggregate issue of which in any one financial year do not exceed 10% of the issued capital.

**Article 12**

Except as required by law, no person shall be recognised by the Company as holding any shares upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any shares, or (except as provided by these Articles or by law) any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

**Article 13 (1)**

If by the condition of allotment of any share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share, or his legal personal representatives.

**Article 13(2)**

All new-issues of securities for which listing is sought shall be made by way of crediting the securities accounts of the allottees or 'entitled persons held with the Central Depository, save and except where the Company is specifically exempted from complying with Section 38 of the Central Depository Act. The Company shall notify the Central Depository of the names of the allottees or entitled persons together with all such particulars as may be required by Central Depository to enable it to make the appropriate entries in the securities account of such allottees or entitled persons.

**16.3 Directors and Substantial Shareholders**

- 16.3.1 The names, addresses and occupations of the Directors are set out in Section I of this Prospectus.
- 16.3.2 A Director is not required to hold any qualification share in the Company unless otherwise so fixed by the Company in general meeting.
- 16.3.3 No Director, senior executive officer or person nominated to become Director, or senior executive officer is or was involved in the following events:
  - (a) a petition under any bankruptcy laws filed against such person or any partnership in which he was a partner or any corporation of which he was an executive officer;

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- (b) conviction in a criminal proceeding or is a named subject of a pending criminal proceeding; or
  - (c) the subject of an order, judgement or ruling of any court of competent jurisdiction, tribunal or governmental body permanently or temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.
- 16.3.4 There are no existing or proposed service contracts between the Directors and the Company or its subsidiaries excluding contracts expiring or determinable by the employing company without payment or compensation other than statutory compensation within one (1) year.
- 16.3.5 For the financial year ended 31 December 1998, the aggregate remuneration paid to the Directors for services rendered in all capacities to the Company and its subsidiaries amounted to RM1.286 million. For the current financial year ending 31 December 1999, the amount payable to the Directors for services to the Company and its subsidiaries in the aforesaid capacities is estimated to be RM1.368 million.
- 16.3.6 None of the Directors or, substantial shareholders of the Company had or has any interest, direct or indirect, in the promotion of or in any assets acquired or proposed to be acquired or assets disposed of or proposed to be disposed of or leased or proposed to be leased to the Company or its subsidiaries within the two (2) years immediately preceding the date of this Prospectus.
- 16.3.7 Save for IBM WTC, International Business Machines Corporation (“IBM Cot-p”), a holding company of IBM WTC, and HPSB, a 35% associate company of PNB, none of the Directors or substantial shareholders has any interest, direct or indirect in any business carrying on a similar trade as the Company and its subsidiaries and which is not quoted on a recognised stock exchange.
- 16.3.8 There are no contracts or arrangements subsisting at the date of this. Prospectus in which a Director of the Company is materially interested and which is significant in relation to the business of the Group.

16. STATUTORY AND GENERAL INFORMATION *(Cont'd)*

16.3.9 According to the Register of Directors' Shareholding, as at 20 September 1999 (being the latest practicable date prior to the printing of this Prospectus), the direct and indirect interests of the Directors in the Company before and after the Offer and Public Issue, are as set out below:

Directors	Before the Offer and Public Issue				After the Offer and Public Issue			
	Direct No. of Shares (‘000) %		Indirect No. of Shares (‘000) %		Direct No. of Shares (‘000) %		Indirect No. of Shares (‘000) %	
Ismail bin Sulaiman	12,360	22.41	-	-	10,762	17.94		
Mohd. Puzi bin Ahamad	5,174	9.41	-	-	4,729	7.88		
Wan Mohamad Fusil bin Wan Mahmood	5,174	9.41	-	-	4,729	7.88		
Ramli b. Amat	5,059	9.20	-	-	4,615	7.69		
Hor Yee	5,174	9.41	-	-	4,729	7.88		
Ou Shian Waei			-	-	8	*		
Jamiah bte. Abd. Hamid			-	-	8	*		
Dato' Wan Abdullah b. Mohamad			-	-	8	*		
Joseph Tan Jeok Siak			-	-	8	*		
Chung Thian Sinn			-	-	8	*		
Nor Hayati Mohd Kasim			-	-	8	*		

Note: \* Negligible

16.3.10 No option to subscribe for securities of the Company or its subsidiary was granted to or exercised by any Director during the last financial year ended 31 December 1998.

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16.3.11 According to the Register of Substantial Shareholders of Mesiniaga Group as at 20 September 1999 (being the latest practicable date prior to the printing of this Prospectus), the substantial shareholders' (with more than 2.0% shareholding), direct and indirect interests, in the Company before and after the Offer and Public Issue are as set out below:

Substantial Shareholders	Before the Offer and Public Issue				After the Offer and Public Issue			
	Direct No. of Shares (‘000) %		Indirect No. of Shares (‘000) %		Direct No. of Shares (‘000) %		Indirect No. of Shares (‘000) %	
PNB	14,130	26.02			<b>11,822*</b>	19.70		
Yayasan Pelaburan Bumiputra <sup>1</sup>			14,130	26.02			<b>11,822*</b>	19.70
Ismail btn Sulaiman	12,360	22.47			10,762	17.94		
Mohd Puzi bin Ahamad	5,174	9.41			4,729	7.88		
Wan Mohamad Fusil bin Wan Mahmood	5,174	9.41	-	-	4,729	7.88		
Hor Yee	5,174	9.41	-	-	4,729	7.88		
Ramli bin Amat	5,059	9.20	-	-	4,615	7.69		
IBM WTC	3,513	6.39			3,513	5.86		
IBM Corp <sup>2</sup>			3,513	6.39			3,513	6.39
Low Kong Boo	1,925	3.50			1,925	3.21		
Amanah Saham Pahang Berhad			-	-	<b>1,375*</b>	2.29		
Pahang State Government <sup>3</sup>			-	-			<b>1,375*</b>	2.29

\* By letter dated 26 June 1997, Amanah Saham Pahang Berhad (“ASPA”) had agreed to acquire from PNB 1,375,000 Mesiniaga Shares (“Acquisition”). As at 20 September 1999 (being the last practicable date prior to the printing of this Prospectus), the Acquisition has not been completed. However, both PNB and ASPA had, on 15 September 1999 and 16 September 1999 respectively given their respective declarations confirming the Acquisition and that the Acquisition shall be completed by 29 September 1999.

<sup>1</sup> Deemed interest by virtue of its substantial shareholding in PNB.

<sup>2</sup> Deemed interest by virtue of its substantial shareholding in IBM WTC.

<sup>3</sup> Deemed interest by virtue of its substantial shareholding in ASPA.

• **Information on PNB**

PNB’s principal activities are investment holding, management of property, property trust and unit trusts, providing management consultancy services, acting as investment agent and portfolio manager and providing equity financing to companies.

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16. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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The Directors of PNB and their respective shareholdings are set out below:

	<b>Direct</b>		<b>Indirect</b>	
	<b>No. of shares held</b>	<b>%</b>	<b>No. of shares held</b>	<b>%</b>
Tan Sri Dato' Seri <b>Ahmad</b> Sarji bin Abdul <b>Hamid</b>			-	
Tan Sri Nasaruddin bin Mohamed			-	-
Tan Sri Dato' Haji Basir bin <b>Ismail</b>				
Tan Sri Geh Ik Cheong		-		
Tan Sri Datuk <b>Asmat</b> bin Kamaludin				
Encik Burhanuddin bin <b>Ahmad</b> Tajuddin				
Tan Sri Dato' Dr Wan Mohd Zahid bin Mohd <b>Noordin</b>				
Tan Sri Datuk <b>Amar</b> Bujang bin <b>Mohammed</b> Nor		-		

The substantial shareholder of PNB and its shareholding are set out below:

	<b>Direct</b>		<b>Indirect</b>	
	<b>No. of shares held</b>	<b>%</b>	<b>No. of shares held</b>	<b>%</b>
Yayasan Pelaburan <b>Bumiputra</b>	<b>99,999,999</b>	99.99		

- **Information on IBM WTC**

IBM WTC is principally engaged in the sale, lease or rental and maintenance of data processing equipment and related business.

The Directors of IBM WTC and their respective shareholdings are set out below:

	<b>Direct</b>		<b>Indirect</b>	
	<b>No. of shares held</b>	<b>%</b>	<b>No of shares held</b>	<b>%</b>
William A. <b>Etherington</b>				
Mark Loughridge				
Jeffrey D. Serkes				

The substantial shareholder of IBM WTC and its shareholding are set out below:

	<b>Direct</b>		<b>Indirect</b>	
	<b>No. of shares held</b>	<b>%</b>	<b>No of shares held</b>	<b>%</b>
IBM Corp ( <i>incorporated in the United States of America</i> )	5,000	100		

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## 16. STATUTORY AND GENERAL INFORMATION *(Cont'd)*

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- **Information on ASPA**

The principal activities of ASPA is investment holding, logging and sale of timber logs.

The Directors of ASPA and their respective shareholdings are set out below:

	Direct		Indirect	
	No. of shares held	%	No. of shares held	%
YB Tan Sri Dato' Sri (Dr.) Haji Mohd Khalil bin Yaakob	-	-	-	-
YB Senator Dato' Haji Mohd Zuki bin Haji Kamaluddin	-	-	-	-
YB Dato' Haji Abdul Hamid bin Haji Latif	-	-	-	-
YB Dato' Omar bin Othman	-	-	-	-
YB Dato' Haji Tan Mohd Aminuddin Haji Ishak	-	-	-	-
YB Dato' Haji Mokhtar bin Mat Isa	-	-	-	-

The substantial shareholder of ASPA and its shareholding are set out below:

	Direct		Indirect	
	No. of shares held	%	No. of shares held	%
Pahang State Government	44,100,002	100	-	-

### 16.4 General

16.4.1 The nature of the Company's business and the names of all the corporations which are deemed to be related to the Company by virtue of Section 6 of the Companies Act, 1965 are disclosed in Section 5 of this Prospectus.

16.4.2 The time of the opening and closing of the Application Lists is set out in Section 8 of this Prospectus.

16.4.3 The amount payable in full on application of the Offer for Sale and Public Issue is RM 1.90 per Share.

16.4.4 As at the date of this Prospectus, the Company and its subsidiaries do not have any convertible debt securities.

16.4.5 (a) Underwriting commission is payable by the Offerors and the Company in respect of the Offer Shares and the Public Issue Shares respectively to the Underwriter mentioned herein at a rate of 1.0% of the Offer/ Issue Price of RM1.90 per Share on the total number of Shares underwritten as stated in Section 8 of this Prospectus.

(b) Brokerage is payable by the Company at the rate of 1.0% of the Offer/ Issue Price of RM 1.90 per Share in respect of successful applications bearing the stamp of Amanah, member companies of the KLSE, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia or the Issuing House.

(c) Estimated listing expenses incidental to the listing of and quotation for the entire issued and paid-up share capital of the Company on the KLSE Main Board amounting to approximately RM2.2 million shall be borne by the Company. Estimated listing expenses incidental to the listing of and quotation for the entire issued and paid-up share capital of the Company on the KLSE Main Board amounting to approximately RM 180,000 shall be borne by the Offerors.



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16. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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- 16.4.6 Save as disclosed in item 16.4.5 above, no commission, discount, brokerage or other special terms have been granted within the two years immediately preceding the date of this Prospectus in connection with the issue or sale of any capital of the Company or its subsidiaries, and no Director or proposed Director or promoter or expert is entitled to receive any such payment.
- 16.4.7 No amount or benefit has been paid or given within the two (2) years preceding the date hereof, nor is it intended to be so paid or given, to any promoter.
- 16.4.8 The name and address of the Company's auditors are set out in Section 1 of this Prospectus.
- 16.4.9 Out of the proceeds of the Rights Issue and Public Issue, the Company has allocated a sum of **RM7,000,000** to acquire a **building/shoplot** in Penang for the purpose of housing the operations of Mesiniaga's branch in Penang. The Company has identified a potential building/ **shoplot** to be purchased but has neither finalised the negotiations nor entered into any agreement for the said acquisition. In view of the above, the details of the building/ **shoplot**, particulars of the vendor(s), the amount of consideration payable including any goodwill (if any) and the nature of payment are not available as at 20 September 1999 (being the latest practicable date prior to the printing of this Prospectus).
- 16.4.10 Save for 1,850,000 Offer Shares reserved for directors and eligible employees of the Mesiniaga Group and the new shares to be issued under the ESOS, no capital of the Company or any of its subsidiaries or associated companies is under option or agreed conditionally or unconditionally to be put under option.
- 16.4.11 Save for the Public Issue and the Mesiniaga ESOS, there is no present intention on the part of the Directors of the Company to issue any part of the authorised but unissued share capital of the Company.
- 16.4.12 Save as disclosed in the Consolidated Profit Forecast and assumptions of the Mesiniaga Group, the Directors are not aware of any material information including trade factors or risks which are unlikely to be known or anticipated by the general public and which could materially affect the profits of the Company or its subsidiaries.
- 16.4.13 Save as disclosed in Section 5 and 11 of this Prospectus, the financial condition and operations of the Mesiniaga Group are not materially affected by any of the following:
- (a) known trends or known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company's or the Group's liquidity increasing or decreasing in any material way;
  - (b) unusual or infrequent events or transactions or any significant economic changes that materially affect the amount of reported income from the operations of the Company and the Group;
  - (c) known trends or uncertainties that have had or that the Company **and/or** the Group reasonably expects will have a material favourable or unfavourable impact on the revenue or operating income of the Company or the Group; and
  - (d) material commitments for capital expenditure.
- 16.4.14 The manner in which copies of this Prospectus together with the official Application Forms and envelopes may be obtained is set out in Section 17 of this Prospectus.

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16. STATUTORY AND GENERAL INFORMATION *(Cont'd)*

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16.5 Material Litigation

Neither the Company nor its subsidiaries are engaged in any litigation either as plaintiff or defendant which has a material effect on the financial position of the Company or its subsidiary and the Directors do not know of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially or adversely affect the position or business of the Company or its subsidiaries.

16.6 Material Contracts

Save for an Underwriting Agreement dated 20 September 1999 between Mesiniaga, the Offerors and the Underwriter for the underwriting of the 2640,000 Offer Shares and 5,000,000 Public Issue Shares which are available for application by the Malaysian public and where the Underwriter has further agreed to underwrite the Offer Shares reserved but which are not taken up by the eligible directors and employees of the Mesiniaga Group, where the underwriting commission is payable at the rate of 1.0% of the Offer/ Issue Price of **RM1.90**, there are no other contracts which are or may be material (not being contracts entered into in the ordinary course of business) which have been entered into by the Company or its subsidiaries within the two (2) years immediately preceding the date of this Prospectus.

16.7 Public Take-Over Offer

None of the following has occurred in the last financial year and during the current financial year up to the date of this Prospectus:

- (a) public take-over offers by third parties in respect of the Company's shares; or
- (b) public take-over offers by the Company in respect of other companies' shares.

16.8 Consents

- 16.8.1 The written consents of the Adviser and Underwriter, Principal Bankers, Solicitors, Share Registrar, and the Issuing House to the inclusion in this Prospectus of their names in the form and context in which their names appear in this Prospectus have been given before the issue of this Prospectus and have not subsequently been withdrawn.
- 16.8.2 The written consent of the Auditor and Reporting Accountant to the inclusion in this Prospectus of the Accountants' Report and its letters relating to the Consolidated Profit Forecast and Proforma Consolidated Balance Sheets and of its name in the form and context in which it is contained in this Prospectus has been given before the issue of this Prospectus and has not subsequently been withdrawn.
- 16.8.3 The Valuer has given and has not subsequently withdrawn its written consent to the inclusion in this Prospectus of its name and the Valuation Certificate in the form and context in which it is contained in this Prospectus.

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## 16. STATUTORY AND GENERAL INFORMATION (*Cont'd*)

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### 16.9 Documents Available for Inspection

Copies of the following documents may be inspected at the registered office of the Company during normal office hours for a period of six (6) months from the date of this Prospectus:

- (a) Memorandum and Articles of Association of the Company and its subsidiaries;
- (b) The Auditors' Letters relating to the Consolidated Profit Forecast for the financial year ending 31 December 1999 and Proforma Consolidated Balance Sheets as at 30 June 1999 as included herein;
- (c) The Accountants' Report and Directors' Report as included herein;
- (d) The audited accounts of the Company and the consolidated audited accounts of the Group for the past five (5) financial years ended 31 December 1998 and for the six (6) months ended 30 June 1999;
- (e) The audited accounts of VA Dynamics for the financial period ended 30 June 1997, the financial year ended 30 June 1998 and the six (6) months ended 31 December 1998 and 30 June 1999;
- (f) The audited accounts of MTSB for the thirteen (13) months ended 31 December 1995, the financial years ended 31 December 1996 to 1998 and the six (6) months ended 30 June 1999;
- (g) The audited accounts of SECTRON for the fourteen (14) months ended 31 December 1996, the financial years ended 31 December 1997 to 1998 and the six (6) months ended 30 June 1999;
- (h) The audited accounts of MSCS for the financial years ended 31 December 1994 to 1998 and the six (6) months ended 30 June 1999;
- (i) The audited accounts of MMSC for the thirteen (13) months ended 31 December 1998 and the six (6) months ended 30 June 1999;
- (j) The letters of consent referred to under Section 16.8 of this Prospectus;
- (k) The material contract referred to under Section 16.6 of this Prospectus; and
- (l) The Valuation Report together with the Valuer's letter for the property.

### 16.10 Responsibility

**16.10.1** Amanah acknowledges that, to the best of its knowledge and belief, this Prospectus constitutes full and true disclosure of all material facts about the Offer and Public Issue and the Company and its subsidiaries and has satisfied itself that the Consolidated Profit Forecast for the year ending 31 December 1999 have been stated by the Directors of the Company after due and careful enquiry.

**16.10.2** This Prospectus has been seen and approved by the Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

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## 17. PROCEDURE FOR APPLICATION AND ACCEPTANCE

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### 17.1 Application Forms

Application for the Offer/Issue Shares must be made on the Application Forms provided together with this Prospectus and must be completed in accordance with the Notes and Instructions printed on the reverse side of the Application Forms. In accordance with Section 37(1) of the Companies Act, 1965, the Application Forms together with the Notes and Instructions printed thereon shall constitute an integral part of this Prospectus. Applications which do not **strictly** conform to the terms of this Prospectus or Application Forms or Notes and Instructions printed thereon or which are illegible may not be accepted.

The following relevant Application Forms are enclosed with this Prospectus and are deemed to form part hereof:

- (i) **Pink** Application Forms for application by eligible Directors and employees of the Mesiniaga Group; and
- (ii) **White** Application Forms for application by Malaysian citizens, companies, societies, co-operatives and institutions, of which at least 30% is to be set aside strictly for Bumiputera individuals, companies, societies, co-operatives and institutions.

**White** Application Forms together with copies of this Prospectus may be obtained, subject to availability, from Amanah, member companies of the KLSE, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia and MIDFCCS.

### 17.2 Procedure for Application

#### (i) Application by Eligible Directors and Employees of the Mesiniaga Group

Applications for the 1,850,000 Offer Shares reserved for eligible Directors and employees of the Mesiniaga Group must be made on the **Pink** Application Forms provided.

#### (ii) Application by the Malaysian Public

Applications for the 2,640,000 Offer Shares and 5,000,000 Public Issue Shares made available for application by the Malaysian public must be made on the **White** Application Forms provided.

Only one (1) Application Form from each applicant will be considered and applications must be for 1,000 ordinary shares or multiples thereof. **MULTIPLE APPLICATIONS WILL NOT BE ACCEPTED.** The amount payable in full on application is RM1.90 per ordinary share. Directors and employees of MIDFCCS and their immediate family are strictly prohibited from applying for the Public Issue Shares.

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17. **PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

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EACH COMPLETED APPLICATION FORM MUST BE ACCOMPANIED BY A REMITTANCE IN RINGGIT MALAYSIA FOR THE FULL AMOUNT PAYABLE BY EITHER:

- (a) BANKER'S DRAFT OR CASHIER'S ORDER purchased within Malaysia only and drawn on a bank in Kuala Lumpur (differentiated by a special red band for Bumiputera applications); OR
- (b) MONEY ORDER OR POSTAL ORDER (for applicants from Sabah and Sarawak only); OR
- (c) GUARANTEED GIRO ORDER ("GGO") from Bank Simpanan Nasional (differentiated by a special red band for Bumiputera applicants); OR
- (d) ATM STATEMENTS OBTAINED FROM ANY OF THE FOLLOWING:
  - (i) Arab-Malaysian Bank Berhad (295576-U);
  - (ii) Arab-Malaysian Finance Berhad (5493-X);
  - (iii) Asia Commercial Finance (M) Berhad (6521-U);
  - (iv) Ban Hin Lee Bank Berhad (1147-M);
  - (v) Bank of Commerce (M) Berhad (13491 -P);
  - (vi) BSN Commercial Bank Berhad (23877-T)
  - (vii) Bank Utama (M) Berhad (277 14-A);
  - (viii) Credit Corporation Malaysia Berhad (5023-H);
  - (ix) EON Bank Berhad (9235 I-V);
  - (x) EON Finance Berhad (9692-K);
  - (xi) Hock Hua Bank Berhad (11150 1 -D);
  - (xii) Hock Thai Finance Corporation Berhad (9010-H);
  - (xiii) Hong Leong Bank Berhad (97 14 1 -X);
  - (xiv) Hong Leong Finance Berhad (7797-U);
  - (xv) International Bank Malaysia Berhad (22671 -U);
  - (xvi) **Malayan Banking Berhad (3813-K);**
  - (xvii) **Mayban Finance Berhad (3905-T);**
  - (xviii) **MBf Finance Berhad (83 15-D);**
  - (xix) Multi-Purpose Bank Berhad (88103-W);
  - (xx) Oriental Bank Berhad (845-W);
  - (xxi) Oriental Finance Berhad (50555-A);
  - (xxii) **PhileoAllied Bank (Malaysia) Berhad (formerly known as *Allied Bank (Malaysia) Berhad (306350-K);***
  - (xxiii) Public Bank Berhad (647 1 -U);
  - (xxiv) Public Finance Berhad (6463-H);
  - (xxv) RHB Bank Berhad (6 17 1-M);
  - (xxvi) Sabah Bank Berhad (45788-D);
  - (xxvii) Pacific Bank Berhad (5024-T);
  - (xxviii) United Merchant Finance Berhad (3838-T).

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17. **PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

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MADE OUT IN FAVOUR OF

**“MIDF SHARE ISSUE ACCOUNT NO. 494”**

AND CROSSED **“A/C PAYEE ONLY”** (EXCLUDING ATM STATEMENTS) AND ENDORSED ON THE REVERSE SIDE WITH THE NAME AND ADDRESS OF THE APPLICANT (AS EXACTLY STATED ON THE APPLICATION FORM).

THE NAME AND ADDRESS OF THE APPLICANT MUST BE EXACTLY THE SAME AS THAT IN THE APPLICANT'S IDENTITY CARD (TOGETHER WITH THE CHANGE OF ADDRESS CARD OR “RESIT PENUKARAN KAD PENGENALAN JPN 1/22” WHERE APPLICABLE) OR “RESIT PENGENALAN SEMENTARA JPN 1/9” IN THE CASE OF AN INDIVIDUAL APPLICANT EXCEPT ARMED FORCES/POLICE PERSONNEL WHICH SHOULD BE BASED ON THE ADDRESS OF THEIR RESPECTIVE CAMP/BASE/STATION. IN THE CASE OF CORPORATE/ INSTITUTIONAL APPLICANTS, THE NAME MUST ALSO BE EXACTLY THE SAME AS IN THE CERTIFICATE OF INCORPORATION AND THE ADDRESS MUST BE EXACTLY THE SAME AS THE REGISTERED ADDRESS.

APPLICATIONS ACCOMPANIED BY ANY MODE OF PAYMENT OTHER THAN THOSE STATED ABOVE OR WITH EXCESS OR INSUFFICIENT REMITTANCE WILL NOT BE ACCEPTED. DETAILS OF THE REMITTANCE MUST BE FILLED IN THE APPROPRIATE BOXES PROVIDED ON THE APPLICATION FORM.

Each completed Application Form must be **despatched** by ORDINARY POST in the official envelopes provided to MIDF Consultancy & Corporate Services Sendirian Berhad at 195A Jalan Tun **Razak**, P.O. Box 11122, 50736 Kuala Lumpur OR DELIVERED BY HAND so as to arrive not later than **8.00 p.m. on 18 October 1999** to Oriental Bank Berhad branches at the following addresses:

- |   |   |
|---|---|
| 1. <b>Klang Branch</b><br>No. 2, Jalan Kapar<br>41400 Klang   | 6. <b>Wangsa Maju Branch</b><br>No. 10, Jalan 1/27B<br>Bandar Baru Wangsa Maju<br>53300 Kuala Lumpur                              |
| 2. <b>Kepong Branch</b><br>No. 60, Jalan 2<br>52 100 Kuala Lumpur   | 7. <b>Balakong Branch</b><br>No. S-7, Jalan 1/6<br>Taman Indah<br>Batu 11, Jalan Balakong<br>43200 Cheras                         |
| 3. <b>KL Main Branch</b><br>Bangunan Oriental Bank<br>No. 1 Jalan Hang Lekiu<br>50 100 Kuala Lumpur                 | 8. <b>Segambut Branch</b><br>No. 36-38, Jalan Segambut Utara<br>5 1200 Kuala Lumpur   |
| 4. <b>Selayang Branch</b><br>No. 141-143,<br>Jalan 2/3A<br>Kompleks Pasar Borong<br>Selayang<br>68 100 Kuala Lumpur | 9. <b>SS2 Branch</b><br>No. 2, Jalan SS2/6 1<br>47300 Kuala Lumpur  |
| 5. <b>Taman Sungai Besi Branch</b><br>No. 38, Jalan 7/108C<br>Jalan Sungai Besi<br>68 100 Kuala Lumpur              | 10. <b>Bandar Park Branch</b><br>No. 152, Jalan Mega Mendung<br>Kompleks Bandar<br>Batu 5, Jalan Klang Lama<br>58000 Kuala Lumpur |

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17. PROCEDURE FOR APPLICATION AND ACCEPTANCE (*Cont'd*)

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11. **Bukit Bintang Branch**  
Ground Floor, Wisma KLIH  
126 Jalan Bukit Bintang  
55 100 Kuala Lumpur

**during banking hours (9.30 a.m. to 4.00 p.m. from Mondays to Fridays and 9.30 a.m. to 12.00 noon on Saturdays).**

No acknowledgement of the receipt of Application Forms or application monies will be made by the Company.

Copies of this Prospectus together with the Application Forms, and the **official** envelopes may be obtained, subject to availability from:

Amanah Merchant Bank Berhad  
17th Floor, Bangunan Amanah Capital  
82, Jalan Raja Chulan  
50200 Kuala Lumpur

or from member companies of the KLSE, members of the Association of Banks in Malaysia, members of the Association of Merchant Banks in Malaysia or MIDFCCS.

**17.3 Applications and Acceptances**

The Directors of Mesiniaga and/or the Offerors reserve the right not to accept any application which does not strictly comply with the instructions or to accept any application in part only without assigning any reason therefor.

THE SUBMISSION OF AN APPLICATION FORM DOES NOT NECESSARILY MEAN THAT THE APPLICATION WILL BE SUCCESSFUL.

In the event of an over-subscription, acceptance of applications by the Malaysian Public shall be subject to ballot to be conducted in a manner as approved by the Directors of Mesiniaga and/or the Offerors. Due consideration will be given to the desirability of distributing the Offer Shares and Public Issue Shares to a reasonable number of applicants with a view to broadening the shareholding base and establishing an adequate market in the shares of the Company. Pursuant to the SC's Policies and Guidelines on Issue/ Offer of Securities, the Company needs to have at least 25% of the enlarged issued and paid-up capital in the hands of public shareholders and a minimum number of 750 shareholders holding not less than 1,000 shares upon completion of the Offer and Public Issue. The successful applicants will be selected in a manner to be determined by the Directors of the Company and Offerors.

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17. PROCEDURE FOR APPLICATION AND ACCEPTANCE (*Cont'd*)

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In the event of an under-subscription by the Malaysian public, all the Offer Shares and Public Issue Shares not applied for will be made available for subscription by the Underwriter.

Directors and employees of MIDFCCS and their immediate family are strictly prohibited from applying for the Offer and Public Issue Shares.

WHERE AN APPLICATION IS NOT ACCEPTED OR ACCEPTED IN PART ONLY, THE FULL AMOUNT OR THE BALANCE OF THE APPLICATION MONIES, AS THE CASE MAY BE, WILL BE REFUNDED WITHOUT INTEREST TO THE APPLICANT WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS BY ORDINARY POST OR REGISTERED POST, RESPECTIVELY, TO THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANT'S OWN RISK.

THE ISSUING HOUSE RESERVES THE RIGHT TO BANK IN ALL APPLICATION MONIES FROM UNSUCCESSFUL AND PARTIALLY SUCCESSFUL APPLICANTS WHICH WOULD SUBSEQUENTLY BE REFUNDED WITHOUT INTEREST TO THE APPLICANT WITHIN TWENTY-ONE (21) DAYS FROM THE DATE OF THE FINAL BALLOT OF THE APPLICATION LISTS BY REGISTERED POST TO THE ADDRESS SHOWN ON THE APPLICATION FORM AT THE APPLICANTS OWN RISK.

NO APPLICATION SHALL BE DEEMED TO HAVE BEEN ACCEPTED BY REASON OF THE REMITTANCE BEING PRESENTED FOR PAYMENT.

17.4 **CDS Accounts**

Pursuant to Section 25 of the Securities Industry (Central Depositories) Act, 1991, all dealings in the shares of Mesiniaga including the Offer and Public Issue Shares will be by book entries through CDS accounts. No share certificates will be issued to successful applicants.

An applicant should state his CDS account number in the space provided on the Application Form if he presently has such an account. Where an applicant does not presently have a CDS account, he should state in the Application Form his preferred ADA Code. A list of the ADA Codes is set out in Section 17.7 of this Prospectus. Where an applicant already has a CDS account, he SHOULD NOT complete the preferred ADA Code.

If a successful applicant fails to state either his CDS account number or his preferred ADA Code, the Company may, in the exercise of its absolute discretion, instruct the Issuing House to insert a preferred ADA Code on the Application Form and further instruct MCD to open a CDS account on his behalf at the specified ADA and credit the shares allotted to him into his CDS account.

Failure to comply with these specific instructions or inaccuracy in the CDS account number or the preferred ADA Code may result in the application being rejected. The Directors of the Company and/or the Offerors reserve the right to reject any incomplete or inaccurate application.



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## 17. PROCEDURE FOR APPLICATION AND ACCEPTANCE (*Cont'd*)

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### 17.5 Notice of Allotment

Shares allotted to all successful applicants will be credited to their respective CDS accounts. Notice of successful allotment will be **despatched** to the successful applicants at their addresses shown in the Application Form at the applicant's own risk within thirty (30) days after the final ballot of the application. This is the only acknowledgement of acceptance of the application.

### 17.6 Formalising of CDS Accounts

Successful applicants whose CDS accounts have been opened by MCD at their preferred ADA or the ADA caused to be inserted by, are required to formally open their accounts by submitting to the ADA the necessary documents and the account opening fee. No transaction of shares credited to the accounts can be effected until the accounts have been formally opened.

### 17.7 List of ADAs

The list of the ADAs and their respective broker codes are as follows:-

Name	Address and telephone number	Broker code
<b>KUALA LUMPUR</b>		
ARAB-MALAYSIAN SECURITIES SDN BHD	15th Floor, Bangunan Arab-Malaysian 55, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-2382788/99	<b>086-00 1</b>
AFFIN-UOB SECURITIES SDN BHD	Level 3, Menara <b>Keck Seng</b> 203, Jalan Bukit <b>Bintang</b> 55 100 Kuala Lumpur Tel. No.: 03-2438668	<b>028-00 1</b>
BBMB SECURITIES SDN BHD	Level 2, 3, & 4, Menara Olympia Letter Box No. 2 8, Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-20 19900	<b>099-00 1</b>
BIMB SECURITIES SDN BHD	1 st & 2nd Floor, Podium Block Bangunan AMDB No. 1, Jalan Lumut 50350 Kuala Lumpur Tel. No. 03-4433533	<b>024-00 1</b>
FIMA SECURITIES SDN BHD ( <i>formerly known as Capitalcorp Securities Sdn Bhd</i> )	Level <b>1 &amp; 2</b> , Block G (Central) <b>Pusat Bandar Damansara</b> <b>50490</b> Kuala Lumpur Tel. No.: 03-2549966	018-001

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**17. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

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CIMB SECURITIES SDN BHD	9th Floor, Commerce Square Jalan Semantan Damansara Heights 50490 Kuala Lumpur Tel. No.: 03-2532288	065-00 1
HLG SECURITIES SDN BHD	2 1 st Floor, Wisma HLA Jalan Raja Chulan 50200 Kuala Lumpur Tel No : 03-2022778	066-001
INTER PACIFIC SECURITIES SDN BHD	Level 7, Shahzan-Prudential Tower 30 Jalan Sultan Ismail 50250 Kuala Lumpur Tel. No.: 03-2441888	054-00 1
JUPITER SECURITIES SDN BHD	7th - 9th Floor Menara Olympia 8 Jalan Raja Chulan 50200 Kuala Lumpur Tel. No.: 03-2041888	055-001
KUALA LUMPUR CITY SECURITIES SDN BHD	3.07, Level 3, Bangunan Angkasaraya Jalan Ampang 50450 Kuala Lumpur Tel. No.: 03-2449322	076-00 1
K&N KENANGA BERHAD	8th Floor, Pemas International Building 801, Jalan Sultan Ismail 50250 Kuala Lumpur Tel. No. 03-26 13066	073-00 1
LEONG & CO SDN BHD	Level 18, Wisma Cyclecarri 288, Jalan Raja Laut 50350 Kuala Lumpur Tel No: 03-2928899	061-001
MAYBAN SECURITIES SDN BHD	30th Floor, Menara <b>Maybank</b> 100, Jalan Tun Perak 50050 Kuala Lumpur Tel No: 03-2323822	098-00 1
MGI SECURITIES SDN BHD <i>(formerly known as Charles Bradburne &amp; Co (1930) Sdn Bhd)</i>	1 st & 2nd Floor Wisma MGIC 38, Jalan Dang Wangi 50 100 Kuala Lumpur Tel. No : 03-2911889	052-00 1
MIDF SISMA SECURITIES SDN BHD	17th & 18th Floor Empire Tower 182, Jalan Tun Razak 50400 Kuala Lumpur Tel. No : 03-2668888	026-00 1

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**17. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

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OSK SECURITIES BERHAD	10th Floor, Plaza <b>MBf</b> Jalan <b>Ampang</b> 50450 Kuala Lumpur Tel No: 03-2624388	056-001
PB SECURITIES SDN BHD	27th Floor, Bangunan Public Bank 6, Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No: 03-2013011	051-001
PENKALAN SECURITIES SDN BHD	Ground, Mezzanine and 1 st Floors, Menara Pengkalen 2, Jalan Changkat Ceylon 50200 Kuala Lumpur Tel No: 03-2448055	<b>064-001</b>
<b>RASHID HUSSAM SECURITIES</b> SDN BHD	Level 1,2,3 & 5 Tower One, RHB Centre Jalan Tun Razak, 50400 Kuala Lumpur Tel No: 03-9852233	087-00 1
SEAGROATT & CAMPBELL SDN BHD ( <i>formerly known as</i> <i>Seagroatt &amp; Campbell Sdn Bhd</i> )	<b>26th-30th</b> Floor The Weld Tower 76, Jalan Raja Chulan 50200 Kuala Lumpur Tel No: 03-208 1600	053-001
<b>SIME SECURITIES SDN BHD</b>	2 1 st Floor, Bangunan Sime Bank Jalan Sultan Sulaiman 50000 Kuala Lumpur Tel No : 03-2749288	097-00 1
TA SECURITIES BERHAD	13th Floor, TA One Tower 22, Jalan P <b>Ramlee</b> 50250 Kuala Lumpur Tel No: 03-232 1277	074-00 1
<b>SELANGOR DARUL EHSAN</b>		
AMSTEEL SECURITIES (M) SDN BHD	<b>2nd</b> , 3rd & 4th Floors No 1, Lintang Pekan Baru Off Jalan Meru 41050 Klang Selangor Darul Ehsan Tel No: <b>03-3439999</b>	080-00 1
JF APEX SECURITIES SDN BHD	3rd Floor, Wisma Apex 145A-C, Jalan Bukit P. O. Box 16 43007 Kajang Selangor Darul Ehsan Tel No : 03-8361118	079-001

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**17. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

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HALIM SECURITIES SDN BHD	68, Jalan 52/6 New Town Centre PO Box 561 46770 Petaling Jaya Selangor Darul Ehsan Tel No : 03-7555777	091-001
MOHAIYANI SECURITIES SDN BHD	2nd & 3rd Floors Plaza Damansara Utama No. 2, Jalan SS21/60 47400 Petaling Jaya Selangor Darul Ehsan Tel No : 03-7197345	095-001
HWANG – DBS SECURITIES BERHAD	18th -20th Floor, Plaza Masalam 2, Jalan Tengku Ampuan Zabedah E9/E, Section 9 41000 Shah Alam Selangor Darul Ehsan Tel No: 03-5533288	068-002
SJ SECURITIES SDN BHD	Level 3, Holiday Villa 9, Jalan SS12/1, Subang Jaya 47500 Petaling Jaya Selangor Darul Ehsan Tel No: 03-7340202/03-7340101	096-001
<b>MELAKA</b>		
MALACCA SECURITIES SDN BHD	1,3 & 5, Jalan PPM 9, Plaza Pandan Malim (Business Park) Balai Panjang PO Box 248 7520 Melaka Tel No: 06-3371533	012-001
OCBC SECURITIES (MELAKA) SDN BHD	579, 579A & 579B Taman Melaka Raya 75000 Melaka Tel No: 06-2825211	072-001
STRAITS SECURITIES SDN BHD	Lot 9 & 10, 1st Floor Bangunan Tabung Haji Jalan Bandar Kaba P.O Box No 209 75740 Melaka Tel No: 06-2833622	011-001
<b>PERAK DARUL RIDZUAN</b>		
BOTLY SECURITIES SDN BHD	1 st Floor, Plaza Teh Teng Seng 227, Jalan Kampar 30250 Ipoh Perak Darul Ridzuan Tel No: 05-2531313	058-001

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17. PROCEDURE FOR APPLICATION AND ACCEPTANCE *(Cont'd)*

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KIN KHOON & CO SDN BHD	23 & 25, Wisma Kota Emas Jalan Dato' Tahwil Azhar P O Box No. 421 30910 Ipoh Perak Darul Ridzuan Tel No: 05-25433 11	017-001
MBf NORTHERN SECURITIES SDN BHD	71, Jalan Lim Bo Seng 30300 Ipoh Perak Darul Ridzuan Tel No: 05-2548999	067-001
M&A SECURITIES SDN BHD	Bangunan Chinese Chamber of Commerce No 37, Jalan Bandar Raya 30000 Ipoh Perak Darul Ridzuan Tel No: 05-2559500	057-00 1
PHILEO ALLIED SECURITIES SDN BHD	62, Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2558233	071-001
SBB SECURITIES SDN BHD	51-53 Persiaran Greenhill 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2530888	090-00 1
TAIPING SECURITIES SDN BHD	21, Jalan Stesen 34000 Taiping Perak Darul Ridzuan Tel No: 05-8060888	092-001
PREMIER CAPITAL SECURITIES SDN BHD	Wisma Premier Capital 21-25, Jalan Seenivasagam 30450 Ipoh Perak Darul Ridzuan Tel No: 05-2415100	082-00 1
PULAU PINANG		
A.A. ANTHONY & COMPANY SDN BHD	41-1-1 & 41-2-1 Jalan Cantonment 10250 Pulau Pinang Tel No: 04-22993 18	014-001
HWANG-DBS SECURITIES SDN BHD	Levels 2, 3, 4, 7 & 8 Wisma Sri Pinang 60, Green Hall 10200 Pulau Pinang Tel No: 04-2636996	068-00 1

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**17. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

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KE-ZAN SECURITIES SDN BHD	1 st - 4th Floors, Wisma KE-ZAN 64, Bishop Street 10200 Pulau Pinang Tel No: 04-2634222	085-001
MERCURY SECURITIES SDN BHD	2nd Floor, Wisma UMNO Lorong <b>Bagan</b> Luar Dua 12000 Butterworth Seberang Prai Pulau Pinang Tel No: 04-3322 123	093-001
SMITH ZAIN SECURITIES SDN BHD	7th & 8th Floors, PSCI Tower 39, Jalan Sultan <b>Ahmad</b> Shah 10050 Pulau Pinang Tel No: 04-2283355	016-001
SOON <b>THEAM</b> SECURITIES SDN BHD	11, Jalan Macalister 10200 Pulau Pinang Tel No: 04-228 1868	060-00 1
THONG & KAY HIAN SECURITIES SDN BHD	Level 5 & 6, Wisma Sri Pinang 60 Green Hall 10200 Pulau Pinang Tel No: 04-263548 1	070-001
UNITED TRADERS SECURITIES SDN BHD	6th Floor, Bangunan <b>Mayban</b> Trust 3, Penang Street 10200 Pulau Pinang Tel No: 04-262375 1	059-00 1
<b>KEDAH DARUL AMAN</b>		
ALOR SETAR SECURITIES SDN BHD	Lot T-30, 2nd Floor Wisma PKNK Jalan Sultan Badlishah 05000 <b>Alor</b> Setar Kedah Darul <b>Aman</b> Tel No: 04-73 17088	094-00 1
<b>PERLIS INDRA KAYANGAN</b>		
UPEN SECURITIES SDN BHD	2nd Floor, Podium Block Bangunan KWSP 0 1000 Kangar Perlis Indra Kayangan Tel No: 04-9765299	023-00 1
<b>NEGERI SEMBILAN DARUL KHUSUS</b>		
KIMARA EQUITIES SDN BHD	2nd, 9th & 10th Floor Bangunan Yayasan Negeri Sembilan Jalan Yam Tuan 70000 Seremban Negeri Sembilan Darul <b>Khusus</b> Tel No: 06-7638999	084-00 1

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**17. PROCEDURE FOR APPLICATION AND ACCEPTANCE (Cont'd)**

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MALPAC SECURITIES. SDN BHD	1 st, 2nd & 3rd Floors 19-2 1, Jalan Kong Sang 70000 Seremban Negeri Sembilan Darul <b>Khusus</b> Tel No: 06-7623 13 1	063-00 1
<b>JOHOR DARUL TAKZIM</b>		
ENG SECURITIES SDN BHD	95, Jalan Tun Abdul <b>Razak</b> 80000 Johor Bahru Johor Darul Takzim Tel No: 07-223 12 11	081-001
JB SECURITIES SDN BHD	Level <b>6,7 &amp; 8</b> Menara Sarawak Enterprise 5, Jalan Bukit <b>Meldrum</b> 80300 Johor Bahru Johor Darul Takzim Tel No: 07-3332000	078-001
KESTREL SECURITIES SDN BHD	<b>57,59 &amp; 61</b> , Jalan <b>Ali</b> 84000 Muar Johor Darul Takzim Tel No: 06-953 1222	088-001
PENINSULA SECURITIES SDN BHD	Level 2, Menara Pelangi Jalan Kuning <b>Taman Pelangi</b> 80400 Johor Bahru Johor Darul Takzim Tel No: 07-3333600	077-001
PJB PACIFIC SECURITIES SDN BHD	Podium 2A & 3 Menara Ansar 65, Jalan <b>Trus</b> 80000 Johor Bahru Johor Darul Takzim Tel No: 07-2222692	027-00 1
SOUTH JOHORE SECURITIES SDN BHD	3rd Floor, Penggaram Complex 1 Jalan Abdul Rahman 83000 Batu <b>Pahat</b> Johor Darul Takzim Tel No: 07-4342282	069-00 1
<b>PAHANG DARUL MAKMUR</b>		
WK SECURITIES SDN BHD	A-397, A-399 & A-401 <b>Taman Sri Kuantan III</b> Jalan Beserah 25300 Kuantan <b>Pahang Darul Makmur</b> Tel No: 09-5660800	083-00 1

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17. PROCEDURE FOR APPLICATION AND ACCEPTANCE *(Cont'd)*

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KELANTAN DARUL NAIM

KOTA BHARU SECURITIES SDN BHD	298, Jalan Tok <b>Hakim</b> 15000 Kota Bahru Kelantan Darul Naim Tel No: 09-7483388	075-001
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TERENGGANU DARUL **IMAN**

FA SECURITIES SDN BHD	3rd Floor, Wisma UMNO Jalan Masjid Abidin, 20 100 Kuala Terengganu Terengganu Darul <b>Iman</b> Tel No: 096238128	021-001
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PTB SECURITIES SDN BHD	1st, 2nd & 3rd Floors 6 1, Jalan Sultan <b>Ismail</b> PO Box 15 1 Pejabat Pos Besar 20700 Kuala Terengganu Terengganu Darul <b>Iman</b> Tel No: 09-6235767	025-00 1
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SARAWAK

SARAWAK SECURITIES SDN BHD	Wisma Mahmud Jalan Sungai 93 100 Kuching Sarawak Tel No: 082-338000	019-001
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UTAMA SECURITIES SDN BHD	Lot 2465, Jalan Boulevard Utama Boulevard Commercial Centre 98000 Miri Sarawak Tel No: 082-338000	029-00 1
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SABAH

INNOSABAH SECURITIES SDN BHD	11, Equity House, Block K Kompleks Sadong <b>Jaya</b> Karamunsing 88 100 Kota Kinabalu Sabah Tel No: 088-234099	020-00 1
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LABUAN

LABUAN SECURITIES SDN BHD	1 st Floor, Podium Level Financial Park Labuan Complex Jalan Merdeka 87000 Wilayah Persekutuan Labuan Sabah Tel No: 087-410621	022-00 1
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## *Our Vision*

Mesiniaga will be the leading Malaysian company in the information technology industry.

*The vision will be realized through our commitment to:*

*Earning Recognition as a Professional Company. We will deliver on all our promises in terms of quality, timeliness and value. We put customer interest above all other considerations. We act ethically, always.*

*Earning Recognition as a Company of Professionals. Our employees will be well-trained and properly motivated to provide the highest quality service in segments of the industry we choose to serve.*



**MENARA MESINIAGA**



**Mesiniaga**

Mesiniaga Bernad (79024)

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